REPORT OF THE AUDITORS

核數師報告

ERNST & YOUNG
安永會計師事務所

TO THE MEMBERS
DAWNRAYS PHARMACEUTICAL (HOLDINGS) LIMITED
(INCORPORATED IN THE CAYMAN ISLANDS WITH LIMITED LIABILITY)

致東瑞製葯(控股)有限公司全體股東
(於開曼群島註冊成立的有限公司)

We have audited the financial statements on pages 50 to 119 which have been prepared in accordance with International Financial Reporting Standards.

本核數師(以下簡稱「我們」)已完成審核刊於第50至119頁按照國際財務報告準則編製的財務報表。

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The Company's directors are responsible for the preparation of financial statements which give a true and fair view. In preparing financial statements which give a true and fair view, it is fundamental that appropriate accounting policies are selected and applied consistently. It is our responsibility to form an independent opinion, based on our audit, on those financial statements and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

董事及核數師的責任

貴公司董事須負責編製真實與公允的財務報表。在編製該等真實與公允的財務報表時，董事必須選擇並貫徹採用合適的會計政策。我們的責任乃根據我們審核工作的結果，對該等財務報表做出獨立意見，並僅向股東報告。除此以外，我們的報告不可用作其他用途。我們不就本報告的內容，對任何其他人士負責或承擔任何責任。

BASIS OF OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. An audit includes an examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's and the Group's circumstances, consistently applied and adequately disclosed.

意見的基礎

我們是按照香港會計師公會頒佈的香港核數準則進行審核工作。審核範圍包括以抽查方式查核與財務報表所載數額及披露事項有關的憑證，亦包括評估董事於編製該等財務報表時所作的重大估計、判斷及所釐定的會計政策是否適合 貴公司及 貴集團的具體情況，以及有否貫徹採用並充分披露該等會計政策。

REPORT OF THE AUDITORS 核數師報告

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether the financial statements are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements. We believe that our audit provides a reasonable basis for our opinion.

我們在策劃及進行審核工作時，均以取得一切我們認為必須的資料及解釋為目標，使我們能獲得充分憑證，就該等財務報表是否存有重大錯誤陳述作合理的確定。在做出意見時，我們亦已衡量該等財務報表所載資料在整體上是否足夠。我們相信上述的審核工作已為下列意見提供合理基礎。

OPINION

In our opinion, the financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2005 and of the profit and cash flows of the Group for the year then ended and have been properly prepared in accordance with the disclosure requirements of Hong Kong Companies Ordinance.

意見

我們認為，該等財務報表真實與公允地反映　貴公司及　貴集團於二零零五年十二月三十一日的財務狀況及　貴集團截至該日止年度的溢利及現金流量，並已按照香港公司條例的披露要求適當編製。

Ernst & Young
Certified Public Accountants

Hong Kong
28 March 2006

安永會計師事務所
執業會計師

香港
二零零六年三月二十八日